



General Assembly

January Session, 2001

Amendment

LCO No. 8156

Offered by:

REP. ABRAMS, 83rd Dist.

REP. FARR, 19th Dist.

SEN. FONFARA, 1st Dist.

To: Subst. Senate Bill No. 1316

File No. 450

Cal. No. 559

***"AN ACT CONCERNING THE FILING OF LIMITED LIABILITY
DOCUMENTS WITH THE SECRETARY OF THE STATE."***

1 After line 178, add the following:

2 "Sec. 6. Section 34-120 of the general statutes is repealed and the
3 following is substituted in lieu thereof:

4 One or more organizers may form a limited liability company by
5 signing and filing articles of organization with the Secretary of the
6 State. The organizer or organizers need not be members of the limited
7 liability company at the time of formation or after formation has
8 occurred. The organizer or organizers shall prepare a writing to be
9 held with the records of the limited liability company, setting forth: (1)
10 The name and residence address of each person who has become an
11 initial member of the limited liability company; and (2) if the articles of
12 organization provide that the management of the limited liability
13 company is vested in a manager or managers, the name and residence

14 address of each initial manager. [The organizer or organizers shall
15 have no obligation to make filings with the Secretary of the State
16 identifying the members or any managers, but the] The limited liability
17 company shall maintain, pursuant to subsection (a) of section 34-144, a
18 record of the members and any managers. In addition to the articles of
19 organization, the organizer or organizers shall file with the Secretary of
20 the State a writing containing the name and respective business and
21 residence address of a manager or a member of the limited liability
22 company, except that, if good cause is shown, the Secretary of the State
23 may accept a business address in lieu of a business and residence
24 address of such manager or member. For purposes of this section, a
25 showing of good cause shall include, but not be limited to, a showing
26 that public disclosure of the residence address of the manager or
27 member of the limited liability company may expose the personal
28 security of such manager or member to significant risk.

29 Sec. 7. Section 34-223 of the general statutes is repealed and the
30 following is substituted in lieu thereof:

31 Before transacting business in this state, a foreign limited liability
32 company shall register with the Secretary of the State. In order to
33 register, a foreign limited liability company shall submit to the
34 Secretary of the State an original signed copy of an application for
35 registration as a foreign limited liability company executed by a person
36 with authority to do so under the laws of the state or other jurisdiction
37 of its formation. The application shall set forth: (1) The name of the
38 foreign limited liability company and, if different, the name under
39 which it proposes to transact business in this state; (2) the state or other
40 jurisdiction where formed, and date of its organization; (3) the name
41 and address of the agent in this state for service of process on the
42 foreign limited liability company required to be maintained by section
43 34-224 and an acceptance of such appointment signed by the agent
44 appointed if other than the Secretary of the State; (4) the address of the
45 office required to be maintained in the state or other jurisdiction of its
46 organization by the laws of that state or jurisdiction or, if not so
47 required, of the principal office of the foreign limited liability

48 company; (5) a representation that the foreign limited liability
49 company is a "foreign limited liability company" as defined in
50 subsection (7) of section 34-101; [and] (6) the character of the business
51 which the foreign limited liability company intends to transact in this
52 state; and (7) the name and respective business and residence address
53 of a manager or a member of the foreign limited liability company,
54 except that, if good cause is shown, the Secretary of the State may
55 accept a business address in lieu of a business and residence address of
56 such manager or member. For purposes of subdivision (7) of this
57 section, a showing of good cause shall include, but not be limited to, a
58 showing that public disclosure of the residence address of the manager
59 or member of the foreign limited liability company may expose the
60 personal security of such manager or member to significant risk.

61 Sec. 8. Subsection (c) of section 34-106 of the general statutes is
62 repealed and the following is substituted in lieu thereof:

63 (c) Each annual report shall set forth: (1) The name of the limited
64 liability company, [and] (2) the limited liability company's current
65 principal office address, and (3) the name and respective business and
66 residence addresses of a manager or a member of the limited liability
67 company, except that, if good cause is shown, the Secretary of the State
68 may accept a business address in lieu of a business and residence
69 address of such manager or member. For purposes of this subsection, a
70 showing of good cause shall include, but not be limited to, a showing
71 that public disclosure of the residence address of the manager or
72 member of the limited liability company may expose the personal
73 security of such manager or member to significant risk.

74 Sec. 9. (NEW) (a) Whenever the manager or member listed on the
75 annual report of a limited liability company required to file an annual
76 report pursuant to subsection (a) of section 34-106 of the general
77 statutes changes after the limited liability company has filed its most
78 current annual report and not later than thirty days preceding the
79 month during which the limited liability company's next annual report
80 becomes due, the limited liability company shall file with the Secretary

81 of the State an interim notice of change of a manager or member that
82 sets forth: (1) The name of the limited liability company, and (2) the
83 name and respective business and residence address of the new
84 manager or member to be listed and the name of the manager or
85 member who has ceased to be listed. If good cause is shown, the
86 Secretary of the State may accept a business address in lieu of a
87 business and residence address of such manager or member of the
88 limited liability company. For purposes of this section, a showing of
89 good cause shall include, but not be limited to, a showing that public
90 disclosure of the residence address of the manager or member of the
91 limited liability company may expose the personal security of such
92 manager or member to significant risk.

93 (b) Any changes to the listing on the annual report of a manager or
94 member of a limited liability company that occurs within the thirty-
95 day period preceding the month during which the limited liability
96 company's annual report becomes due shall be reflected on such
97 limited liability company's next annual report filed pursuant to section
98 34-106 of the general statutes."